

**MINUTES OF THE MEETING OF THE BOARD OF GOVERNORS HELD
15 DECEMBER 2011**

Present:	Mr H Guntrip	-Chairman
	Mr J Boxall	
	Ms T Bruton	
	Mr G Charlton	
	Mr N Coffin	-Vice Chairman
	Mr P Dubrow	
	Mr P Hannan	
	Mr B McNicoll	
	Dr M Noble	
	Ms P Palmer-Abbit	
	Ms S Shelton	
	Mr D Arthur	
In attendance:	Mr J Allen	-Clerk to the Governors
	Ms L Brown	-Vice Principal
	Mr M Lumsdon-Taylor	-Director of Finance &

Resources

The meeting commenced at 09.30.

Section A: Formal Agenda Items

APOLOGIES, QUORACY & DECLARATION OF INTERESTS

25. Apologies were received from Mr B Jefferies. The Clerk informed the meeting that a period of leave from the Board up to 31st July 2012 has been agreed with Mr Philip Morris due to his working commitment with Croydon College that prevents him from attending Board and Committee meetings. The Clerk confirmed that the meeting was quorate. There were no declared interests against any agenda item.

MINUTES

26. It was **RESOLVED** that the minutes of the meeting of the Board held 13th October 2011 be approved and signed by the Chair as a correct record.

27. It was **RESOLVED** that the minute of Board Delegated Authority taken on 7th November 2011 be approved and signed by the Chair as a correct record.

SUMMARY ACTION LIST & MATTERS ARISING

28. The '*Summary Action List*' was received (copy attached to the signed minutes) and the following updates were recorded.

MIN REF	DETAILS OF RESOLUTION/ACTION POINT	UPDATE AS OF 15/12/2011
101	Principal to give further thought on including baseline targets in the Operating Plan	Agenda item 5
105	Review of financial objective of a third of income from Commercial, a third from FE and a third from HE	Following review of the fiscal rule, the Committee at its meeting on 18 th November 2012 agreed that this should be discussed by the Executive and a suggestion put forward to the Board Strategy day in February 2012.
7	Governance Review: The Clerk will undertake an evaluation of received questionnaires with the aim of making available an interim report at the December Board meeting. Any strategic issues arising from the evaluation will be subject to further discussion at the February Strategy Board meeting.	Agenda item 7(i)
		A considerable number of responses have yet to be received so the planned evaluation scheduled for this meeting will be deferred to the February Board Strategy Meeting.
9	To add to the Super KPIs to the monitoring framework	Agenda item 10
16	To review the commercial ideas that emerged from the Governors Strategy Day held last June	To be reviewed at the February Board strategy meeting
21	Staff governor to hold a separate meeting with the Principal to discuss link governor allocations.	Meeting held and it was agreed for the staff governor to further develop ideas on the Governor Link Scheme

Section B: Agenda items of Strategic/High Importance

STRATEGIC PLAN: OPERATING PLAN 2010/11

29. The College report '*Hadlow College Strategic & Operational Objectives December 2011*' was received (copy attached to the signed minutes). The report provided an update on the progress being made to confirm the operational objectives required to ensure the delivery of the Strategic Plan.

30. In discussion it was felt that there was not sufficient clarity of purpose between this document and the monitoring framework that is a latter agenda item. It was agreed that further work should be done on how best to combine both reporting frameworks into a single framework that will enable the Board to discharge its responsibilities for monitoring the implementation of the Strategic Plan and for providing an oversight on College performance.

31. It was **RESOLVED** to note the report.

EDUCATION BILL AND FOUNDATION CODE OF GOVERNANCE

32. The Clerk provided members with a briefing on the impact and implications for FE Colleges of the passing of the Education Act 2011 that received Royal Assent on 25th November 2011. The briefing also covered the Foundation Code of Governance that the AoC is asking all Colleges to adopt.

As there was still some uncertainty on the impact of the Act, it was **RESOLVED**:

- (i) For the Clerk to seek further clarification on the full legislative framework for Colleges, in particular Charity Law:
- (ii) For the Clerk to undertake an analysis of how the Corporation's current arrangements meet the requirements of the Foundation Code of Governance; and
- (iii) For the Corporation to consider at its March 2012 meeting on whether to adopt the Foundation Code of Governance.

SELF ASSESSMENT

33. Two College reports were received under this agenda item (copies attached to the signed minutes):

- Governance Self Assessment Report 2010/11
- College Self Assessment Report 2011/12

34. The Corporation has approved a range of key performance indicators supported by 21 targets that measure both corporate and governance effectiveness. Based on published information from the work of the Corporation's Committees, the Clerk produced a commentary on performance against the performance indicators and key targets. The report concludes with a commentary on overall performance.

35. Governors noted the assessment that governance is 'Outstanding'.

36. The College Self Assessment Report 2010/11 has been structured around the Common Inspection Framework (CIF).

37. Members noted the following self assessment grade profiles:

Overall effectiveness of provision	Grade 1
Capacity to improve	Grade 1
Outcomes for Learners	Grade 1
Quality of Provision	Grade 1
Leadership and Management	Grade 1
Equality and Diversity	2
Safeguarding	1
Subject Areas	Grade
Countryside & Fisheries	2
Animal Management & Agriculture	2

Equine	1
Landscape, Horticulture and Floristry	2
Higher Education	2
Foundation Studies	1
Work-based Learning	2
Schools	2
Functional Skills and ALS	1
Governance	1
Cross College Grades	
Estates	2
Commercial & Financial Operations	2
Human Resources	1
Central Operations	2
Student Support Services	1

38. It was **RESOLVED**

- (i) To approve the College's Self Assessment Report 2010/11; and
- (ii) To approve the Governance Self Assessment Report 2010/11.

ANNUAL SAFEGUARDING REPORT

39. The College report '*Annual Review of Statutory Child Protection Arrangements*' was received (copy attached to the signed minutes). The Clerk confirmed that an annual review is conducted to ensure that the Board is discharging statutory responsibilities confirmed in the Children's Act. The report provided a commentary against each of the ten statutory obligations required of the Board. In addition the report confirmed that there were no reported Child Protection disclosures and or any allegations made against staff.

40. It was **RESOLVED** to note the report and for the next review to take place in December 2012.

ANNUAL HUMAN RESOURCE REPORT

41. As agreed at the June Strategy meeting, governors received for information purposes the '*Annual Human Resources Report 2010/11*' that was considered in some detail at the last meeting of the Finance, Commercial & Resources Committee (copy attached to the signed minutes).

AUDIT & FINANCE

42. Two College reports were received (copies attached to the signed minutes):

- Annual Report 2010/11 from the Audit Committee
- Financial Statement & Annual Report Year Ended 31 July 2011

43. The Chair of the Audit Committee referred all Members to the Annual Report 2010/11 from the Audit Committee as this provided an overall summary of all the key documents being presented to the Board for approval. The Chair confirmed that all reports being presented to the Board have been subject to detailed scrutiny by the Audit Committee.

44. The Annual opinion of the Audit Committee for 2010/11 is summarised as follows:

Based upon the work and the opinions made available to the Audit Committee from the internal audit service and the financial statement auditor, and in particular after considering the Internal Audit Annual Report and the reports from the Financial Statement Auditor, the Committee is satisfied that the College's whole system of internal control meets and exceeds required standards. The Committee is satisfied that where weaknesses have been identified they have been responded to in an appropriate and timely manner.

45. The Financial Statement & Annual Accounts for the year-ended 31 July 2010 have been subject to review by the F,C&R Committee. The College achieved an operational surplus for 200/11 of £23k, the 9th year of a consecutive operating surplus. The draft accounts confirm a College operating surplus of £412k pre FRS17 with College reserves of £11,153,000).

46. After discussion it was **RESOLVED**

- (i) That the '*Internal Audit Annual Report for 2010/11*' be approved and forwarded to the Audit Service of the SFA;
- (ii) That the '*Financial Statement & Regularity Auditors Audit Findings Report for 2010/11*' be approved and submitted to the SFA;
- (iii) That the '*Audit Committee's Annual Report 2010/11*' on the College's whole system of internal control be noted; and
- (iv) That the Board approves the '*Financial Statement & Annual Report 2010/11*' and authorised the Chairman to sign the Report on behalf of the Board.

PARTNERSHIPS REPORT

47. The College report on developing partnerships was received (copy attached to the signed minutes).

48. It was noted that a date of 31st March 2012 has been set for making a final decision following confirmation received of the Regional Growth Fund bid having been declined.

Section C: Minutes and any resolutions arising from the Committees

REPORT FROM THE AUDIT COMMITTEE

49. The College report '*Unconfirmed Minutes of the Audit Committee held 18 November 2011*' were received (copy attached to the signed minutes). The Chair of the Committee presented the report. The Chair confirmed that the Committee received and considered reports on:

- Audit roll Forward Action Plan
- Internal Audit Annual Report 2010/101
- Internal Audit Strategy & Audit Plan 2011/12
- Financial Statement & Regularity Audit Findings Report
- Financial Management & Control Evaluation (FMCE)

- Termly Report on Risk Management
- Annual Report 2010/11 from the Audit Committee
- Monitoring of College performance in the area of audit
- Annual review of the financial auditor (Baker Tilly)

50. It was **RESOLVED** to note the unconfirmed minutes of the Audit Committee meeting held 18 November 2011.

REPORT FROM THE FINANCE, COMMERCIAL & RESOURCES COMMITTEE

51. The College report '*Unconfirmed Minutes of the F,C&R Committee held 18 November 2011*' were received (copy attached to the signed minutes). The Chair of the Committee presented the report. The Chair confirmed that the Committee received and considered reports on:

- Financial Statement & Year-end Accounts
- Management Accounts/Financial Performance Report
- Comprehensive Spending Review
- Estates Committee
- Capital Portfolio
- Annual HR Report 2010/11
- Tenders
- Student Union Accounts
- Health & Safety
- Monitoring of College performance in the area of finance and estates.

52. It was **RESOLVED** to note the minutes of the meeting of F,C&R held 18 November 2011.

REPORT FROM THE CUURICUUM & QUALITY COMMITTEE

53. The College report '*Unconfirmed Minutes of the C&Q Committee held 1 December 2011*' were received (copy attached to the signed minutes). The Chair of the Committee presented the report. The Chair confirmed that the Committee received and considered reports on:

- Quality Improvement Action Plan
- IQER Action Plan
- Student Success Rate Data
- Lesson Observation Profile 2010/11
- Student Attendance Report 2010/11
- College Self Assessment 2010/11
- Complaints Report 2010/11
- Monitoring of College performance in the area of student experience.

54. It was **RESOLVED** to note the minutes of the meeting of Q&C Committee held 1 December 2011.

MONITORING OF COLLEGE PERFROMANCE – OVERALL SUMMARY ASSESSMENT OF COLLEGE PERFORMANCE & ASSESSMENT OF RISK

55. The College report '*Monitoring of College Performance – Overall Summary Assessment of College Performance & Assessment of Risk*' was received (copy attached to the signed minutes). The monitoring framework approved by the Board requires the overall assessments undertaken by each Committee during the term to be made available to the Board.

56. It was **RESOLVED** to note the following overall summary of College performance and assessment of risk:

1	The Student Experience, Teaching & Learning (Agreed by the Curriculum & Quality Committee)	Some concern/risk – See Reference 1 below
2	Financial & Estates (Agreed by the F,C&R Committee)	Some concern/risk See Reference 2 below
3	Audit (Agreed by the Audit Committee)	No concern/risk
4	Staff & Human Resources (Agreed by the F,C&R Committee)	No concern/risk
5	Governance, Leadership & Management (Agreed by the Governance & Search Committee)	No concern/risk

57. The following explanations were made available for the two amber assessments:

REFERENCE 1

Overall College Success Rate & In-year retention:

The Curriculum and Quality Committee review a range of quality criteria to inform the overall judgments on the student experience and teaching and learning. In making the overall judgment, the retention rate along with its impact on success rates was considered to be a significant element influencing the amber grade. However, this should be considered alongside other success criteria assessed as green and evidenced in the monitoring document.

It was confirmed at the Curriculum & Quality meeting held 1st December 2011 that achievements remain high for those students who stay on course. The main issue is around retention, especially 16-18 provision. Actions have been put in place now to address these issues, whilst there is also a thorough review currently underway on all aspects of the learners' journey and further strategies are being put in place to address retention issues. A key theme at all recent staff presentations from the Principal has been on the need to seek improvement in retention and for all staff to be accountable.

There is no single issue behind the decrease in retention, the issues are complex, from obtaining job outcomes, impact of the withdrawal of EMAs, to leaving at the end of the 1st year of a 2-year course because of the pressure of not completing assignments within the deadlines set. For more details see minutes from the Curriculum & Quality Committee meeting held 1/12/11 – agenda item 12.

REFERENCE 2

Forecast Financial outturn against set budget:

The College at period 2 has set an operating surplus of £150k within its forecast. Whilst this is below the set budget of £250k, the principle reason relates to the prudent approach to forecasting Higher Education income and the assumption that commercial arms will continue to face challenges during the difficult economic times.

Associated actions have been implemented to work towards meeting the year end position of a £250k surplus. This will be presented in detail in March 2012 Finance, Commercial and Resources Committee. The retention of students,

as outlined above will remain crucial to the College achieving its year end outturn projections.

For more details see minutes from the Finance, Commercial & resources Committee meeting held 18/11/11 – agenda item 11.

STAFF PAY AWARD 2011/12

58. It was agreed to defer any decision on a pay award for 2011/12 to March 2012.

ANY OTHER BUSINESS

59. There was no other business.

60. The Clerk read out the following statement:

DATE OF NEXT MEETING

61. Thursday 29th March 2012 @ 09.30

The meeting closed at 11.00.

Signed: _____ Date: _____

CURRENT SUMMARY ACTION LIST

MIN REF	DETAILS OF RESOLUTION/ACTION POINT	WHO	REVIEW DATE
105	Review of financial objective of a third of income from Commercial, a third from FE and a third from HE	Review to be done by the Executive for Feb Strategy Session	2/12
16	To review the commercial ideas that emerged from the Governors Strategy Day held last June	Executive & Governors	2/12
21	Staff governor to further develop ideas on the Governor Link Scheme	Staff Governor	3/12
30	In discussion it was felt that there was not sufficient clarity of purpose between this document and the monitoring framework that is a latter agenda item. It was agreed	Principal & Clerk	2/2 or 3/12

	that further work should be done on how best to combine both reporting frameworks into a single framework that will enable the Board to discharge its responsibilities for monitoring the implementation of the Strategic Plan and for providing an oversight on College performance.		
32	<p>(i) For the Clerk to seek further clarification on the full legislative framework for Colleges, in particular Charity Law:</p> <p>(ii) For the Clerk to undertake an analysis of how the Corporation's current arrangements meet the requirements of the Foundation Code of Governance; and</p> <p>(iii) For the Corporation to consider at its March 2012 meeting on whether to adopt the Foundation Code of Governance.</p>	Clerk	3/12
48	Betteshanger Decision	Executive	31/3/12